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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	: (Jointly Administered)
	:
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**NOTICE OF HEARING ON FIFTH INTERIM
AND FINAL APPLICATIONS FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

PLEASE TAKE NOTICE that a hearing (the “**Hearing**”) will be held
before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of
the United States Bankruptcy Court for the Southern District of New York, One Bowling
Green, New York, New York 10004 on **September 26, 2011 at 9:45 a.m. (Eastern
Time)**, or as soon thereafter as counsel may be heard, to consider the applications listed
on **Exhibit “A”** annexed hereto (collectively, the “**Applications**”) for final allowance of
compensation for professional services rendered and reimbursement of expenses incurred
during (I) October 1, 2010 through March 29, 2011 (the “**Fifth Interim Compensation**

Period”), and (II) June 1, 2009 through March 29, 2011 (the “**Total Compensation Period**”).

PLEASE TAKE FURTHER NOTICE that the Applications have been filed electronically with the Bankruptcy Court and, as such, may be examined and inspected by interested parties on (i) the Bankruptcy Court’s website (<http://www.nysb.uscourts.gov>) or (ii) the website of the above-captioned debtors’ court-approved claims and noticing agent, The Garden City Group, Inc., (<http://www.motorsliquidationdocket.com>).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Applications must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors and Post-Effective Date Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.);

(iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), (xii) Gibson, Dunn & Crutcher LLP, attorneys for Wilmington Trust Company as GUC Trust Administrator and for Wilmington Trust Company as Avoidance

Action Trust Administrator, 200 Park Avenue, 47th Floor, New York, New York 10166 (Attn: Keith Martorana, Esq.); (xiii) FTI Consulting, as the GUC Trust Monitor and as the Avoidance Action Trust Monitor, One Atlantic Center, 1201 West Peachtree Street, Suite 500, Atlanta, Georgia 30309 (Attn: Anna Phillips); (xiv) Crowell & Moring LLP, attorneys for the Revitalizing Auto Communities Environmental Response Trust, 590 Madison Avenue, 19th Floor, New York, New York 10022-2524 (Attn: Michael V. Blumenthal, Esq.); and (xv) Kirk P. Watson, Esq., as the Asbestos Trust Administrator, 2301 Woodlawn Boulevard, Austin, Texas 78703; (xvi) Godfrey & Kahn, S.C., attorneys for the Fee Examiner, 780 North Water Street, Milwaukee, Wisconsin 53202 (Attn: Brady C. Williamson, Esq. and Timothy F. Nixon, Esq.); and (xviii) the professional whose Application is the subject of the objection, so as to be received no later than **September 12, 2011, at 4:00 p.m. (Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Applications, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order approving the fees and expenses requested which may be entered with no further notice or opportunity to be heard offered to any party.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: New York, New York
August 8, 2011

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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Exhibit A

Fee Applications to Be Heard on September 26, 2011 at 9:45 a.m.

Applicant	ECF No.	Period Covered by Final Fee Application	Final Fees Requested (\$)	Final Expenses Requested (\$)	Interim Fees Requested for the Period from October 1, 2010 to March 29, 2011 (\$)	Interim Expenses Requested for the Period from October 1, 2010 to March 29, 2011 (\$)
Analysis Research Planning Corporation	10250	March 1, 2010 to March 29, 2011	758,031.00	2,007.55	536,458.00	1,150.33
Baker & McKenzie	10262	June 1, 2009 to March 29, 2011	1,280,837.78	24,236.72	1,391.00	193.80
Bates White, LLC	10264	March 16, 2010 to March 29, 2011	1,995,593.84	13,968.88	910,311.25	6,777.20
Brady C. Williamson, Fee Examiner and Godfrey & Kahn, S.C., Counsel to the Fee Examiner	10267	Dec. 28, 2009 to March 29, 2011	1,475,820.50	108,988.93	363,138.25	43,833.74
Brownfield Partners, LLC	10224	June 1, 2009 to March 29, 2011	1,223,102.63	85,798.37	152,616.00	6,966.30
Butzel Long, a professional corporation	10241	June 10, 2009 to March 31, 2011	2,046,609.06	144,757.17	703,367.50	59,500.51

Applicant	ECF No.	Period Covered by Final Fee Application	Final Fees Requested (\$)	Final Expenses Requested (\$)	Interim Fees Requested for the Period from October 1, 2010 to March 29, 2011 (\$)	Interim Expenses Requested for the Period from October 1, 2010 to March 29, 2011 (\$)
Caplin & Drysdale, Chartered	10280	October 6, 2009 to March 31, 2011	2,297,993.96	173,913.01	1,210,386.00	88,188.61
Deloitte Tax LLP	10231	January 1, 2010 to March 29, 2011	1,891,645.12	7,651.13	955,126.00	7,476.00
Evercore Group LLC	4453	June 1, 2009 to July 10, 2009	16,029,032.00	2,920.62	0.00	0.00
FTI Consulting, Inc.	10265	June 3, 2009 to March 29, 2011	18,495,125.25	135,380.13	7,993,423.00	25,582.37
Hamilton, Rabinovitz & Associates, Inc.	10266	Feb. 1, 2010 to March 29, 2011	68,295.00	0.00	31,862.50	0.00
Honigman Miller Schwartz and Cohn LLP	10313	July. 10, 2009 to March 29, 2011	2,405,699.25	21,461.43	108,539.25 ¹	4,661.97

¹ The \$108,539.25 of fees and \$4,661.97 of expenses were incurred by Honigman Miller Schwartz and Cohn LLP between July, 10 2011 to March 29, 2011.

Applicant	ECF No.	Period Covered by Final Fee Application	Final Fees Requested (\$)	Final Expenses Requested (\$)	Interim Fees Requested for the Period from October 1, 2010 to March 29, 2011 (\$)	Interim Expenses Requested for the Period from October 1, 2010 to March 29, 2011 (\$)
Jenner & Block LLP	10246	June 1, 2009 to March 29, 2011	4,952,968.55	271,139.73	12,064.10	131.85
Jones Day	10244	June 1, 2009 to January 31, 2010	465,693.65	5,591.62	0.00	0.00
Kramer Levin Naftalis & Frankel, LLP ²	10268	June 1, 2009 to March 29, 2011	11,323,610.00	210,169.93	3,060,398.75	52,329.32
Legal Analysis Systems, Inc.	10269	March 15, 2010 to March 31, 2011	442,626.00	3,479.45	241,437.50	0.00
LFR Inc.	10251	June 1, 2009 to March 29, 2011	3,744,219.34	618,744.80	243,858.10	2,546.41
Morris, Nichols, Arsht & Tunnell LLP	10261	Nov. 16, 2010 to March 29, 2011	10,529.67	2,987.21	10,529.67	2,987.21

² By order of the Court (ECF No. 5 in Adv. Pro. No. 11-09406 (REG)), the fee application of Kramer Levin Naftalis & Frankel, LLP will not be heard on September 26, 2011 and will instead be heard at a date that is yet to be determined.

Applicant	ECF No.	Period Covered by Final Fee Application	Final Fees Requested (\$)	Final Expenses Requested (\$)	Interim Fees Requested for the Period from October 1, 2010 to March 29, 2011 (\$)	Interim Expenses Requested for the Period from October 1, 2010 to March 29, 2011 (\$)
Plante & Moran, PLLC	10279	October 9, 2009 to March 29, 2011	1,306,275.54	19,496.99	331,849.95	4,674.91
Stuart Maue, Ltd.	10260	Jan. 22, 2010 to Oct. 20, 2010	478,112.50	3,579.99	0.00	0.00
Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation	10248	Feb. 24, 2010 to March 29, 2011	1,063,489.75	20,235.95	684,676.75	12,251.58
The Claro Group, LLC	10239	June 1, 2009 to March 29, 2011	1,436,467.62	18,408.22	1,662.50	92.82
Togut, Segal & Segal LLP	10237	Dec. 21, 2009 to March 29, 2011	1,078,996.00	6,142.83	438,826.00	2,453.94
Trafelet, Dean M., Legal Representative for Future Asbestos Personal Injury Claimants	10247	Nov. 13, 2009 to March 29, 2011	214,677.50	2,395.42	133,704.75	249.06
Weil, Gotshal & Manges LLP	10270 and 10662	June 1, 2009 to March 29, 2011	44,719,081.80	1,476,502.19	9,205,855.50	280,933.67